

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	x	
	:	Chapter 11
	:	
Old Carco LLC (f/k/a Chrysler LLC), et al.,	:	Case No.09-50002(SMB)
	:	(Jointly Administered)
Debtors.	:	
	x	

**DEBTORS' POST-CONFIRMATION
QUARTERLY REPORT FOR
THE PERIOD FROM OCTOBER 1, 2014 TO DECEMBER 31, 2014**

DEBTORS' ADDRESS: c/o Old Carco Liquidation Trust, 1140 Connecticut Avenue, NW, Suite 612,
Washington, DC 20036

QUARTERLY CASH RECEIPTS RECEIVED BY OLD CARCO LIQUIDATION
TRUST: \$27,386,994

QUARTERLY CASH DISBURSEMENTS MADE BY OLD CARCO
LIQUIDATION TRUST: \$82,554,363

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REPORT PREPARER: Old Carco Liquidation Trust

In accordance with 28 U.S.C. §1746, the undersigned, having reviewed the attached report, declares under penalty of perjury, that the information contained therein is complete, accurate and truthful to the best of my knowledge.

/s/ Robert Manzo

Name: Robert J. Manzo, sole manager of RJM I, LLC, in its
capacity as trustee for Old Carco Liquidation Trust

DATE: February 24, 2015

**In re Old Carco LLC (f/k/a Chrysler LLC), et al.
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In re Old Carco LLC (f/k/a Chrysler LLC), et al.

CASE NO. 09-50002 (SMB) (Jointly Administered)

LIST OF DEBTORS AND CASE NUMBERS

DECEMBER 31, 2014

Debtor Name	Case Number
Old Carco LLC (f/k/a Chrysler LLC)	09-50002
Alpha Holding LP	09-50025

In re Old Carco LLC (f/k/a Chrysler LLC), et al.
CASE NO. 09-50002 (SMB) (Jointly Administered)
NOTES TO POST-CONFIRMATION QUARTERLY REPORT
For the Period from OCTOBER 1, 2014 TO DECEMBER 31, 2014
General Notes Applicable to Entire Report

NOTE 1—Chapter 11 Cases

On April 30, 2009 (the "Petition Date"), Old Carco LLC f/k/a Chrysler LLC ("Old Carco") and 24 of its affiliates (collectively, the "Original Debtors") commenced their bankruptcy cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). On May 19, 2009, Alpha Holding LP ("Alpha" and, collectively with the Original Debtors, the "Debtors") commenced its bankruptcy case by filing a voluntary petition under chapter 11 of the Bankruptcy Code with the Bankruptcy Court. By orders of the Bankruptcy Court (Docket Nos. 97 and 2188), the Debtors' chapter 11 cases were consolidated for procedural purposes and have been jointly administered.

The Debtors were authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

On May 5, 2009, the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed the official committee of unsecured creditors in the Debtors' chapter 11 cases (the "Creditors' Committee"), pursuant to section 1102 of the Bankruptcy Code.

NOTE 2—Fiat Transaction

In connection with the commencement of the Debtors' chapter 11 cases, Old Carco and its Debtor subsidiaries, Fiat S.p.A. ("Fiat") and New Chrysler (as defined below) entered into a Master Transaction Agreement dated as of April 30, 2009 (as amended and collectively with other ancillary and supporting documents, the "Purchase Agreement"). The Purchase Agreement provided, among other things, that: (i) Old Carco would transfer the majority of its operating assets to New CarCo Acquisition LLC (n/k/a FCA US LLC) ("New Chrysler"), a newly established Delaware limited liability company formed by Fiat; and (ii) in exchange for those assets, New Chrysler would assume certain of the Debtors' liabilities and pay to Old Carco \$2 billion in cash (collectively with the other transactions contemplated by the Purchase Agreement, the "Fiat Transaction"). On May 3, 2009, the Original Debtors filed a motion to approve the Fiat Transaction or a similar transaction with a competing bidder (Docket No. 190).

On May 31, 2009, the Bankruptcy Court issued: (i) an Opinion Granting the Debtors' Motion Seeking Authority to Sell, Pursuant to § 363, Substantially All of the Debtors' Assets (Docket No. 3073) (the "Sale Opinion"); and (ii) an Opinion and Order Regarding Emergency Economic Stabilization Act of 2008 and Troubled Asset Relief Program (Docket Nos. 3074 and 3229). On June 1, 2009 and consistent with the Sale Opinion, the Bankruptcy Court entered an Order authorizing the Fiat Transaction (Docket No. 3232) (the "Sale Order"). Consistent with the Sale Order, the Fiat Transaction was consummated on June 10, 2009.

NOTE 3—Effectiveness of Plan of Liquidation

On April 23, 2010, the Court entered the Order Confirming the Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession, as Modified (Docket No. 6875) (the "Confirmation Order"). Attached to the Confirmation Order as Annex I is the confirmed Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession, as Modified, which was further modified by an Order of the Court dated April 28, 2010 (Docket No. 6923) (collectively with all exhibits thereto, the "Plan").¹ Pursuant to the Plan and the Confirmation Order, the Debtors' estates were substantively consolidated for purposes of implementing the Plan. See Plan, Section VII.A; Confirmation Order, ¶ 15-16. The Plan became effective in accordance with its terms on April 30, 2010 (the "Effective Date").

As of the Effective Date, (i) the Debtors other than Alpha were dissolved; and (ii) Old Carco Liquidation Trust (the "Liquidation Trust") was established pursuant to the Plan and the Liquidation Trust Agreement for the purpose of, among other things, liquidating the assets contributed by the Debtors to the Liquidation Trust, resolving all Disputed Claims, pursuing any Recovery Actions (including the Daimler Litigation), making all distributions to holders of Allowed Claims in accordance with the terms of the Plan and otherwise implementing the Plan. Also as of the Effective Date, the Creditors' Committee was dissolved.

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Plan.

In re Old Carco LLC (f/k/a Chrysler LLC), et al
CASE NO. 09-50002 (SMB) (Jointly Administered)
NOTES TO POST-CONFIRMATION QUARTERLY REPORT
For the Period from OCTOBER 1, 2014 TO DECEMBER 31, 2014

By an order entered on August 4, 2010 (Docket No. 7317), a final decree was entered closing the chapter 11 cases of all Debtors other than Old Carco and Alpha.

NOTE 4—Basis of Presentation

The Liquidation Trust has prepared the attached Schedule of Cash Receipts and Disbursements on the cash basis of accounting. This report is presented in a format approved by the U.S. Trustee. This report is presented for the three-month period beginning October 1, 2014 and ending December 31, 2014.

NOTE 5—Merger and Liquidation of Certain Debtors and Non-Debtors

Upon the transfer, under the Plan, of the Liquidation Trust Assets to the Liquidation Trust, except to the extent otherwise provided in Plan Exhibit X.A.189, the Debtors (other than Alpha) were deemed dissolved and their business operations withdrawn for all purposes without any necessity of filing any document, taking any further action or making any payment to any governmental authority in connection therewith.

NOTE 6—Relevant Developments During the Reporting Period

The Liquidation Trust received proceeds from tax refunds and interest income (a portion of which was paid to Daimler due to the settlement of pending litigation), sale of property and a vendor refund.

Schedule I
In re Old Carco LLC (f/k/a Chrysler LLC), et al.
CASE NO. 09-50002 (SMB) (Jointly Administered)
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS (UNAUDITED)
For the Period from OCTOBER 1, 2014 TO DECEMBER 31, 2014

Old Carco Liquidation Trust Cash Balance at 10/01/14	\$ 204,517,423
Cash Receipts ¹	27,386,994
Cash Disbursements ²	(82,554,363)
Old Carco Liquidation Trust Cash Balance at 12/31/14	\$ 149,350,054

Notes:

¹ The \$27,386,994 in receipts consists of \$11,411,122 tax refunds and interest (a portion of which was paid to Daimler due to the settlement of litigation), \$15,975,205 sale of property and \$667 vendor refund.

² See Schedule II.

Schedule II
In re Old Carco LLC (f/k/a Chrysler LLC), et al.
CASE NO. 09-50002 (SMB) (Jointly Administered)
SCHEDULE OF DISBURSEMENTS BY TYPE (UNAUDITED)
For the Period from OCTOBER 1, 2014 TO DECEMBER 31, 2014

Type	Notes	Cash Basis	
		Oct 1, 2014 to Dec 31, 2014	Total Since Effective Date

Administrative and Operating Expenses of Trust	1	\$ 43,428,487	\$114,769,659
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Plan Disbursements by Class

Administrative Claims	2		79,828,648
Class 1 - Priority Claims	3		13,799,584
Class 2A - First Lien Secured Claims		39,125,876	263,268,084
Class 2B - TARP Financing Secured Claims			N/A
Class 2C - Owners' Secured Claims			N/A
Class 2D - Other Secured Claims			149,643
Class 3A - General Unsecured Claims			N/A
Class 3B - Intercompany Claims			N/A
Class 4A Equity Interests of Old Carco			N/A
Class 4B - Subsidiary Debtor Equity Interests			N/A
Total Plan Disbursements		\$ 39,125,876	\$357,045,960
TOTAL DISBURSEMENTS		\$ 82,554,363	\$471,815,619

NOTES:

1. Amount represents payment of post-Effective Date administrative and operating expenses, including (i) financial (\$1,117) (ii) property utilities and carrying costs (\$645,339), (iii) First Lien Lender-funded professional fees (\$11,024,724), (iv) US Trustee fee (\$6,500), (vi) other estate costs (\$8,595) and distribution to Daimler (\$31,742,212)
2. Amount represents payment of Allowed Claims of the Government DIP Lenders, which are both Allowed Secured Claims and Allowed Administrative Claims
3. Amount represents payment of Allowed Priority Tax Claims.

Schedule III
In re Old Carco LLC (f/k/a Chrysler LLC), et al.
CASE NO. 09-50002 (SMB) (Jointly Administered)
SCHEDULE OF BANK ACCOUNTS (UNAUDITED)
As of DECEMBER 31, 2014

Account Name	Name of Bank	Purpose of Account	Balance at 12/31/2014	Account Number
Priority Claim Trust Account	Key Bank N.A.	Priority Claims	\$15,090	359681263778
Sales & Use Escrow	Key Bank N.A.	Tax Claims	\$51,400,149	2020200-1678120
Segregated Tax Account	Key Bank N.A.	Tax Claims	\$40,000,000	359681267753
Property Tax Trust Account	Key Bank N.A.	Tax Claims	\$10,498,671	359681275376
Additional Winddown Cost Escrow	Key Bank N.A.	Administrative & Operating Expenses	\$30,223,554	359681263422
Winddown Fee Trust Account	Key Bank N.A.	Professional Fees	\$1,073,481	359681263786
Environmental Reserve	Key Bank N.A.	Environmental Claims	\$3,000,000	359681285052
First Lien Reserve	Key Bank N.A.	Collateral Carrying Costs	\$1,849,033	359681275392
Additional Proceeds Account	Key Bank N.A.	Unencumbered Funds Available to the Trustee	\$4,183,130	359681275384
First Lien Proceeds Account	Key Bank N.A.	First Lien Collateral Proceeds	\$548,300	359681263760
DIP Proceeds Account	Key Bank N.A.	DIP Lender Collateral Proceeds	\$6,549,104	359681279329
Disputed Tax Refunds	Key Bank N.A.	Daimler Dispute	\$9,539	359683037394

Schedule IV

In re Old Carco LLC (f/k/a Chrysler LLC), et al.

CASE NO. 09-50002 (SMB) (Jointly Administered)

DEBTORS' STATEMENT REGARDING INSURANCE POLICIES

For the Period from OCTOBER 1, 2014 TO DECEMBER 31, 2014

All insurance policies are fully paid for the current period.